

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, et al.,  
  
Debtors.

Case No. 12-12020 (MG)

Chapter 11

Jointly Administered

**[PROPOSED] ORDER GRANTING MOTION OF MASSACHUSETTS MUTUAL LIFE  
INSURANCE COMPANY SEEKING LIMITED DISCOVERY FROM THE DEBTORS  
AND RELIEF FROM STAY IMPOSED BY THE FHFA ORDER**

Upon the motion (the “Motion”) made by MassMutual Life Insurance Company (“MassMutual”) for entry of an order, pursuant to § 105(a) of Title 11 of the United States Code (the “Bankruptcy Code”) and this Court’s Memorandum Opinion and Order Denying the Motions of the Federal Housing Finance Agency and Underwriter Defendants to Compel Document Discovery from the Debtors (the “FHFA Order”) seeking limited discovery from the Debtors;

AND notice of the Motion having been served upon (a) the Debtors and their counsel, (b) counsel to the Committee, (c) the Office of the United States Trustee for the Southern District of New York, (d) the Office of the United States Attorney General, (e) the Office of the New York Attorney General, (f) the Office of the United States Attorney for the Southern District of New York, (g) each of the Debtors’ prepetition lenders, or their agents, (h) each of the indenture trustees for the Debtors’ outstanding notes issuances, (i) counsel to Ally Financial Inc., (j) counsel to the administrative agent for the Debtors’ providers of debtor in possession financing, (k) Nationstar Mortgage LLC and its counsel, (l) the Internal Revenue Service, (m) the Securities and Exchange Commission, (n) those parties who filed a request for notice in the Debtors’ cases,

as set forth on the affidavit of service of the Motion heretofore filed with this Court, and (o) the parties to the action styled *Massachusetts Mutual Life Insurance Company v. Merrill Lynch, Pierce, Fenner & Smith Inc., et al.*, currently pending in the United States District Court for the District of Massachusetts as Civil Action No. 3:11-cv-30285, which notice is good and sufficient notice of the relief requested in the Motion under the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules of this Court and this Court's *Order Under Bankruptcy Code Sections 102(1), 105(a) and 105(d), Bankruptcy Rules 1015(c), 2002(m) and 9007 and Administrative Procedures* [Docket No. 141];

AND the Court having reviewed the Motion; and a hearing on the Motion having been held on January \_\_, 2013 (the "Hearing");

AND the Court, having considered any and all objections to the Motion, having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and after due consideration of the Motion and upon the record of the Hearing; and sufficient cause appearing therefor; it is hereby

**ORDERED**, that the Motion is granted as set forth herein; and it is further

**ORDERED**, that the stay imposed by the FHFA Order is hereby lifted for the sole purpose of permitting MassMutual to obtain the loan tapes and originator information for the twelve securitizations identified in Exhibit A of the Motion.

Dated: January \_\_, 2013

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UNITED STATES BANKRUPTCY JUDGE